



Louisiana Housing Corporation

The following resolution was offered by Board Member Willie Rack and seconded by Board Vice-Chairwoman Jennifer Vidrine:

RESOLUTION

A resolution accepting the proposal of Citibank, N.A. or such other purchaser as may be designated by the Taxpayer for the purchase of a not to exceed Fourteen Million Dollars (\$14,000,000) Multifamily Housing Governmental Note (Millennium Studios III Project), located on scattered sites in Shreveport, Caddo Parish, Louisiana; fixing the parameter terms of said note and otherwise providing with respect to said note; and providing for other matters in connection with the foregoing.

WHEREAS, the Board of Directors (the "**Board**") of the Louisiana Housing Corporation (the "**LHC** or the "**Corporation**") on October 9, 2019, adopted a resolution approving and authorizing the issuance of not exceeding Fourteen Million Dollars (\$14,000,000) of Louisiana Housing Corporation Multifamily Housing Governmental Note (Millennium Studios III Project) in one or more series and authorized the publication of a Notice of Intention to Sell at Private Sale (the "**Notice**") in connection therewith; and

WHEREAS, said Note is being issued and designated as a "Louisiana Housing Corporation Multifamily Housing Governmental Note (Millennium Studios III Project)" in the aggregate principal amount not to exceed Fourteen Million Dollars (\$14,000,000) (the "**Note**") for the purpose of providing funds to (i) pay the cost for the acquisition, rehabilitation, and/or equipping of multifamily housing facilities serving low and moderate income rehabilitation households in Shreveport, Caddo Parish (the "**Project**"), (ii) fund such reserve accounts as may be required and (iii) pay the costs of issuance associated with the Note; and

WHEREAS, as set forth in said resolution, the Notice of Sale was published on May 19, 2020 in "*The Advocate*" and on May 25, 2020 in the "*The Daily Journal of Commerce*" for an amount not to exceed Fourteen Million Dollars (\$14,000,000); and

WHEREAS, in accordance with the aforesaid resolution adopted by the LHC on October 9, 2019, the sale of the Note was scheduled for June 10, 2020; and

WHEREAS, the LHC did meet on June 10, 2020, at 10:00 a.m., Louisiana time, for the purpose of receiving and considering the proposal of Citibank, N.A. or such other purchaser (the "**Purchaser**") as may be designated by Winnfield Housing Partners, LLC, a Louisiana limited

liability company (the “**Taxpayer**”), and taking action with respect to the parameter sale of a not exceeding Fourteen Million Dollars (\$14,000,000) of the Note pursuant thereto;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the LHC, acting as the governing authority of said LHC, that:

SECTION 1. The parameter written terms submitted this day by Citibank, N.A. or such other purchaser as may be designated by the Taxpayer, for the purchase of the Note designated “Louisiana Housing Corporation Multifamily Housing Governmental Note (Millennium Studios III Project)” in one or more series in the aggregate principal amount not exceeding Fourteen Million Dollars (\$14,000,000), at an interest rate not exceeding 12% per annum, and for a maturity not exceeding 40 years, authorized under and pursuant to the provisions of a Funding Loan Agreement (the “**Funding Loan Agreement**”), by and between the LHC, the Purchaser, and Wilmington Trust, National Association, as Fiscal Agent (the “**Fiscal Agent**”), and the LHC be, and the same are hereby awarded to the Purchaser; provided, however, that the sale and delivery of the Note are conditioned upon approval by the State Bond Commission and compliance with any and all approvals and/or certifications required by the Louisiana Attorney General. The sale of the Note in accordance with said Funding Loan Agreement is hereby authorized and approved. The Chairman, Executive Director and/or Secretary of the Corporation are hereby authorized and directed for, on behalf of and in the name of the LHC, to execute, deliver and approve such instruments, documents and certificates as may be required, necessary, convenient or appropriate to the financing described herein, including, but not limited to, the following described documents for the Note on file with the LHC (collectively, the “**Issuer Documents**”):

- (i) Funding Loan Agreement,
- (ii) Project Loan Agreement,
- (iii) Tax Regulatory Agreement and No Arbitrage Certificate, and
- (iv) Land Use Restriction Agreement.

The aforesaid officers are additionally authorized to approve any changes in the aforementioned documents provided such changes are in accordance with Chapter 3-G of Title 40 of the Louisiana Revised Statutes of 1950, as amended, and with the approval of Counsel to the LHC or Bond Counsel. As provided in the resolution adopted by the LHC on June 10, 2020, the costs of financing the Project will be paid out of the proceeds from the sale of the Note, in one or more series, which shall be special, limited obligations of the LHC, payable solely out of the revenues derived by the LHC with respect to the Project for which financing is made available, and the Note and the interest thereon shall never constitute the debt or indebtedness of the LHC, the State of Louisiana (the "State"), or any political subdivision thereof within the meaning of any provision or limitation of the Constitution or statutes of the State, nor shall the same give rise to a pecuniary liability of the LHC or the State or any political subdivision thereof or a charge against their general credit or taxing power, and such limitation shall be plainly stated on the face of the Note.

SECTION 2. Wilmington Trust, National Association has been designated by the Taxpayer or LHC as Fiscal Agent and Paying Agent with respect to the Note in accordance with the provisions of the Funding Loan Agreement.

SECTION 3. In order to accomplish the sale of the Note in accordance with the terms of this resolution, either the Chairman, Executive Director and/or Secretary of the Corporation, are hereby authorized and directed to execute and deliver, for and on behalf of the LHC, the Issuer Documents in substantially the forms thereof which are now before this LHC and filed with the Secretary of this Board of Directors with such revisions or changes as may be approved by Bond Counsel.

SECTION 4. The Note will be dated, will be in the denominations and will have all the terms set forth in the Funding Loan Agreement. The Note is a limited obligation of the Corporation and will be payable solely out of the income, revenues and receipts derived from the Project and funds and accounts held under and pursuant to the Funding Loan Agreement and pledged therefor.

SECTION 5. The Note shall be subject to repayment in accordance with the Funding Loan Agreement.

SECTION 6. The Chairman, Executive Director and/or Secretary of the Corporation are hereby approved, authorized and directed to execute and deliver or cause to be executed and delivered all documents required to be executed on behalf of the LHC and delivered to effect delivery of the Note to the Purchaser or deemed by any of them necessary or advisable to implement this resolution or the Funding Loan Agreement, or to facilitate the sale of the Note.

By virtue of LHC's application for, acceptance and utilization of the benefits of the Louisiana State Bond Commission's approval(s) resolved and set forth herein, it resolves that it understands and agrees that such approval(s) are expressly conditioned upon, and it further resolves that it understands, agrees and binds itself, its successors and assigns to, full and continuing compliance with the "State Bond Commission Policy on Approval of Proposed Use of Swaps, or other forms of Derivative Products Hedges, Etc.", adopted by the Commission on July 20, 2006, as to the borrowing(s) and other matter(s) subject to the approval(s), including subsequent application and approval under said Policy of the implementation or use of any swap(s) or other product(s) or enhancement(s) covered thereby.

SECTION 7. The Chairman, Executive Director and/or Secretary of the Corporation shall cause to be executed for and on behalf of the LHC the aforementioned Note in accordance with the Funding Loan Agreement, and shall effect the delivery thereof to the Purchaser in

accordance with the Funding Loan Agreement. The Chairman, Executive Director and/or Secretary of the Corporation of the LHC shall receive from the Purchaser for the account of the LHC the purchase price of the Note and shall deposit the same with the Fiscal Agent under the Funding Loan Agreement in accordance with the provisions thereof.

SECTION 8. This resolution shall take effect immediately.

This resolution having been submitted to a vote, the vote thereon was as follows:

YEAS: Lloyd Spillers, Jennifer Vidrine, Louisiana State Treasurer John M. Schroder, Johnny Berthelot, Darren Guidry, Stacy S. Head, Willie Rack.


NAYS: None.

ABSENT: Tammy Earles, Derrick Edwards, Gillis R. Windham.

ABSTAIN: None.

And the resolution was declared adopted on this, the 10th day of June 2020.


Chairman



Secretary

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

I, the undersigned Secretary of the Board of Directors of the Louisiana Housing Corporation (the “**LHC**”), do hereby certify that the foregoing five (5) pages constitute a true and correct copy of a resolution adopted by said Board of Directors on June 10, 2020, entitled: “A resolution accepting the proposal of Citibank, N.A. or such other purchaser as may be designated by the Taxpayer for the purchase of a not to exceed Fourteen Million Dollars (\$14,000,000) Multifamily Housing Note (Millennium Studios III Project) located on scattered sites in Shreveport, Caddo Parish, Louisiana; fixing the parameter terms of said Note and otherwise providing with respect to said Note; and providing for other matters in connection with the foregoing.”

IN FAITH WHEREOF, witness my official signature and the impress of the official seal of the LHC on this, the 10th day of June 2020.



Secretary

(SEAL)